

UNITED STATES OF AMERICA,  
  
Plaintiff,  
  
v.  
  
CBS CORPORATION;  
  
INFINITY BROADCASTING CORPORATION;  
  
and  
  
OUTDOOR SYSTEMS, INC.  
  
Defendants.

It is stipulated by and between the undersigned parties, by their respective attorneys, as follows:

1. The Court has jurisdiction over the subject matter of this action and over each of the parties hereto, and venue of this action is proper in the United States District Court for the District of Columbia.
2. The parties stipulate that a Final Judgment in the form hereto attached may be filed and entered by the Court, upon the motion of any party or upon the Court's own motion, at any time after compliance with the requirements of the Antitrust Procedures and Penalties Act (15 U.S.C. § 16), and without further notice to any party or other proceedings, provided that plaintiff has not withdrawn its consent, which it may do at any time before the entry of the proposed Final Judgment by serving notice

thereof on defendants and by filing that notice with the Court.

3. Defendants shall abide by and comply with the provisions of the proposed Final Judgment pending entry of the Final Judgment by the Court, or until expiration of time for all appeals of any Court ruling declining entry of the proposed Final Judgment, and shall, from the date of the signing of this Stipulation by the parties, comply with all the terms and provisions of the proposed Final Judgment as though the same were in full force and effect as an Order of the Court.

4. This Stipulation shall apply with equal force and effect to any amended proposed Final Judgment agreed upon in writing by the parties and submitted to the Court.

5. In the event (a) the plaintiff withdraws its consent, as provided in paragraph 2 above, or (b) the proposed Final Judgment is not entered pursuant to this Stipulation, the time has expired for all appeals of any Court ruling declining entry of the proposed Final Judgment, and the Court has not otherwise ordered continued compliance with the terms and provisions of the proposed Final Judgment then the parties are

released from all further obligations under this Stipulation, and the making of this Stipulation shall be without prejudice to any party in this or any other proceeding.

6. Defendants represent that the divestitures ordered in the proposed Final Judgment can and will be made, and that defendants will later raise no claim of hardship or difficulty as grounds for asking the Court to modify any of the divestiture provisions contained therein.

Dated: December \_6\_, 1999.

FOR PLAINTIFF UNITED STATES  
FOR DEFENDANT CBS CORPORATION  
AND INFINITY BROADCASTING  
CORPORATION

\_\_\_\_\_/s/  
Renée Eubanks

U.S. Department of Justice  
Antitrust Division  
Litigation II  
1401 H Street, NW, Suite 4000  
Washington, D.C. 20005  
(202) 307-0001

\_\_\_\_\_/s/  
Helene Jaffe

Weil, Gotshal & Manges, LLP  
767 Fifth Avenue  
New York, NY 10153-0119  
(212) 310-8000

FOR DEFENDANTS OUTDOOR SYSTEMS  
INC.

SO ORDERED:

\_\_\_\_\_  
United States District Judge

\_\_\_\_\_  
~~Mitchell Raup~~  
~~Mayer, Brown & Platt~~  
~~1909 K Street, NW~~  
~~Washington, D.C. 20006-1101~~  
~~(202) 263-3300~~

\_\_\_\_\_/s/  
Lawrence R. Fullerton  
Powell, Goldstein, Frazer & Murphy  
1001 Pennsylvania Ave., N.W  
Washington, D.C. 20004  
(202) 624-7282